



FORM **21**
 Mandatory

**APPLICATION FOR CERTIFICATE OF
 AUTHORITY
 FOREIGN BUSINESS CORPORATION**
 Sec. [180.1503](#) Wis. Stats.

1. Name of foreign corporation:

2. If the name is not distinguishable from a name that another entity has already reserved or registered with the Department, enter a fictitious name adopted pursuant to s. [180.1506\(1\)](#), Wis. Stats.:
Note – if entering a fictitious name, complete form 21B and submit it with this application.

3. Incorporated under the laws of (*provide the state (other than Wisconsin) or the foreign country of the corporation's governing law*):

4. Date of incorporation (MM/DD/YYYY)	5. Does the corporation have perpetual existence? <input type="checkbox"/> Yes <input type="checkbox"/> No, organized for a duration of _____ years
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6. Name of the corporation's registered agent in Wisconsin

7. Email address of the registered agent

8. Street address of the registered office in Wisconsin

City	State WI	Zip/Postal code
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9. Street address of the principal office (may be located outside Wisconsin)

City	State/Province	Country	Zip/Postal code
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10. Prior to submitting this application, did the corporation transact business in Wisconsin without holding a certificate of authority?

No Yes **If “Yes”, complete supplement on page 8 to determine applicable fee.**

11. Officers

Complete the applicable portions of the table below, or attach a schedule labeled “Item 11” with the names, titles, and usual business or home addresses of each of the corporation’s officers.

<u>Title</u>	<u>Name</u>	<u>Address</u> (either usual business address or home address)
Pres./CEO		
VP		
Secy.		
Treas.		

12. Directors

Complete the applicable portions of the table below, or attach a schedule labeled “Item 12” with the names, board positions, and usual business or home addresses of each of the corporation’s directors. If the corporation has no directors, enter “None.”

<u>Title</u>	<u>Name</u>	<u>Address</u> (either usual business or home address)
Chair		
Dir.		
Dir.		
Dir.		

13. Indicate the number of shares the corporation is **authorized to issue** and the number of shares it has **actually issued**, itemized by class and series (if any), and enter the par value (if any) of the shares in each class or series. If any class or series of shares does not have a par value, enter “NPV” for “no par value.”

If necessary, attach separate pages labeled “item 13” that include the required information.

Class	Series	Number of Shares		Indicate par value (\$) per share, or “NPV” for no par value
		AUTHORIZED to issue	ISSUED	

14. CAPITAL TO BE REPRESENTED IN WISCONSIN

Using the table below, estimate the proportion of the corporation's capital that will be represented in Wisconsin (by property located and business transacted in this state) in the coming year. For purposes of this section, the "coming year" covers the period running from the date the corporation will commence business in Wisconsin through December 31 of the same year.

A. Proportion of capital within Wisconsin

- | | | |
|---|----------|----------|
| (1) Gross business in all jurisdictions: | \$ _____ | |
| (2) Total property in all jurisdictions: | \$ _____ | |
| (3) Total of lines A(1) and A(2): | | \$ _____ |
| (4) Gross business in Wisconsin: | \$ _____ | |
| (5) Total property in Wisconsin: | \$ _____ | |
| (6) Total of lines A(4) and A(5): | | \$ _____ |
| (7) Divide line A(6) by line A(3) and enter the result as a percentage: | | _____ % |

B. Value of shares issued with PAR VALUE

Complete this section if the corporation has issued shares with par value.

- | | | |
|---|----------|----------|
| (1) Total value of issued shares of par-value stock, computed at par: | \$ _____ | |
| (2) Paid-in capital in excess of par, applicable to issued shares of par value stock: | \$ _____ | |
| (3) Total of lines B(1) and B(2): | | \$ _____ |

C. Value of shares issued with NO PAR VALUE

- | | | |
|---|----------|----------|
| (1) Total property in all jurisdictions:
<i>This is the same number as line A(2) above</i> | \$ _____ | |
| (2) Total liabilities, other than capital stock without par value: | \$ _____ | |
| (3) Subtract line C(2) from line C(1), and enter the result: | \$ _____ | |
| (4) Subtract line B(3) from line C(3), and enter the result: | \$ _____ | |
| (5) Multiply the total number of shares issued without par value by 10, and enter the result: | \$ _____ | |
| (6) Enter the GREATER of line C(4) or line C(5): | | \$ _____ |

D. Capital representation in Wisconsin

- | | | |
|--|----------|----------|
| (1) Total of lines B(3) and C(6): | \$ _____ | |
| (2) Multiply line D(1) by the percentage entered on line A(7): | | \$ _____ |

15. COMPUTATION OF FILING FEE

- A. The corporation's estimated capital representation in Wisconsin for the coming year (**from item 14, line D(2) above**): \$ _____
- B. Subtract \$60,000 from line A and enter the result. \$ _____
- C. If the sum entered on line B is **positive**, compute a fee of \$3 for each \$1,000 (or any part thereof) of that sum and enter the result. If the sum entered in line B is **negative**, enter zero. \$ _____
- D. ADD the base filing fee of \$ **100.00**
- E. ADD any additional fees owed for transacting business without holding a certificate of authority.
If the corporation answered "yes" to item 10 above, enter the total fees calculated in the Supplement on page 8. If the corporation answered "no" to item 10 above, enter zero. \$ _____
- F. The sum of lines C, D, and E is the **FILING FEE** ▶ \$ _____

16. EXECUTION

_____ Signature	_____ Date
_____ Printed Name	_____ Officer Title

(Optional) This document has a **delayed** effective date/time of: _____
(up to 90 days after received date)

Contact Information:

Name

Mailing Address

City	State	Zip Code
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Email Address	Phone Number
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INSTRUCTIONS (Refer to section [180.1503](#), Wis. Stats., for document content)

Please use BLACK ink. Submit one original to State of WI-Dept. of Financial Institutions, Box 93348, Milwaukee WI, 53293-0348, together with a check for the filing fee of the amount calculated in item 15 above, payable to the Department of Financial Institutions. (If sent by express or priority U.S. mail, please mail to State of WI-Dept. of Financial Institutions, Division of Corporate and Consumer Services, 4822 Madison Yards Way, 4th Fl., North Tower, Madison WI, 53705.) If requesting optional expedited service, please check the expedited service box in the upper-right corner of the first page and include an additional \$25.00. Filing fees are non-refundable. This document can be made available in alternate formats upon request to qualifying individuals with disabilities. Upon filing, the information in this document becomes public and might be used for purposes other than those for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577 (hearing-impaired may call 711 for TTY) or by email at DFICorporations@dfi.wisconsin.gov.

NOTE: Every application must be accompanied by a current CERTIFICATE OF STATUS (sometimes called “certificate of existence” or “certificate of good standing”) issued by the Secretary of State (or other official having custody of corporate records) in the state or country under whose laws the corporation is incorporated, attesting to the existence and status of the corporation. The certificate must be issued not more than 60 days prior to the date the document is received in this office, in condition for filing. **A certified copy of the charter documents is not an acceptable substitute.**

Item 1. Enter the name of the foreign corporation that is registering with the Department.

Item 2. The name under which the corporation is registered in this state must be distinguishable on the records of the Department from other entities that are registered with the Department and from any name that has been reserved or registered with the Department. You can preliminarily check the availability of an entity name using the Department’s corporate records database, which is publicly available through the Department’s website.

If the name of the corporation is not distinguishable on the records of the department as provided in s. [180.1506\(2\)](#), Wis. Stats., complete the separate form 21B and enter the fictitious name under which the entity will do business in this state. The name must contain the word “corporation,” “incorporated,” “company,” or “limited” or the abbreviation “corp.,” “inc.,” “co.,” or ltd.”, or a variation of these words or abbreviations of like import in another language, or that differs only with respect to capitalization of letters or punctuation.

Items 3 & 4. Enter the name of the jurisdiction (either a state other than Wisconsin or a foreign country) under whose laws the foreign corporation is incorporated, as well as the date of its incorporation.

Item 5. Indicate whether the corporation has perpetual existence or a defined period of duration. If it has a defined period of duration, state its period of duration.

Items 6 & 7. Enter the name of the corporation's registered agent in this state and the email address of that agent. Annual report forms, notices and other official communications are directed to the entity's registered agent, so it is important to keep this information current.

Item 8. The entity must have a registered agent located at a registered office in Wisconsin. The registered office address must be identical to the registered agent's business office and must be an actual physical location with a street address, and not solely a P.O. Box, mailbox service, or telephone answering service. Provide the street number and name, city and ZIP code in Wisconsin.

Item 9. Enter the street address of the entity's principal office. The entity's principal office may be located outside Wisconsin.

Item 10. Indicate whether the foreign corporation has done business in Wisconsin without holding a certificate of authority prior to filing this foreign registration statement. If the answer is "yes," complete the Supplement below. Note that not all commercial activities within the state constitute "doing business in this state" for purposes of this question. For a list of activities that do not constitute doing business in this state for purposes of this question, review s. [180.1501](#), Wis. Stats.

Items 11 & 12. Provide the name, title, and address (either the usual business address or home address) of each of the corporation's officers and directors.

Item 13. Specify the number of shares the corporation is authorized to issue, itemized by class (and series within a class) if applicable. For each type of shares the corporation is authorized to issue, specify the number of share the corporation has actually issued and the par value of each share. If the shares are without par value, indicate by denoting "NPV" (no par value).

Item 14.

A. **Proportion of capital in Wisconsin.** Use this table to calculate the highest proportion (as a percentage) of the corporation's capital that is expected to be represented in Wisconsin in the coming year. *First*, calculate the corporation's current-year gross business and property across all jurisdictions in lines A(1) and A(2), then add those numbers together in line A(3). This provides the denominator for computing the proportion of the corporation's expected business in Wisconsin.

Next, in lines A(4) and A(5), determine the numerator by estimating the business the corporation expects to be transacted in Wisconsin in the coming year and the property that it expects to locate or acquire in Wisconsin in the coming year. Add lines A(4) and A(5) together in line A(6).

Finally, divide the estimated Wisconsin business and property reflected in line A(6) by the corporation's overall business and property reflected in line A(3), and enter the resulting number as a percentage in line A(7). That number should represent the expected proportion of the corporation's capital that will be represented in Wisconsin in the coming year.

B. **Value of shares issued without PAR VALUE.** This section only needs to be completed if the corporation has issued shares with par value. If that is the case, determine the total value of the par-value shares issued by adding their combined values at par, and enter that total in line B(1).

Example: if the corporation has issued 100 par-value shares at \$25 par value per share, it would enter \$2,500 in line B(1). Specify any additional paid-in capital in excess of par in line B(2), and enter the total of lines B(1) and B(2) in line B(3).

C. **Value of shares issued without NO PAR VALUE.** This section provides a value for shares issued without par value. *First*, determine the corporation's net property in line C(3) by entering its total liabilities in line C(2) and subtracting them from its total property entered in line C(1). The number in line C(1) should match the number entered for line A(2). *Next*, subtract any paid-in capital calculated in the preceding section by subtracting line B(3) from line C(3), and enter the total in line C(4). This provides a presumptive total value of all shares issued without par value.

The number is “presumptive” because, for purposes of this calculation, sections 180.1520(2)(f) and 180.1622(1)(h) of the Wisconsin Statutes establish a \$10 per-share floor on the value of shares issued without par value. To determine the total floor value of all shares issued without par value, multiply the total number of shares issued without par value by \$10 and enter the result in line C(5). In line C(6), copy the result from either line C(4) or C(5)—whichever is the higher of the two.

- D. **Capital representation in Wisconsin.** To calculate the corporation’s total capital, enter the total of lines B(3) and C(6) in line D(1). Then, to calculate the estimated amount of that capital that will be represented in Wisconsin in the coming year, multiply line D(1) by the percentage in line A(7).

Item 15. In line A, enter the estimated amount of the corporation’s capital that will be represented in Wisconsin in the coming year by copying the result from item 14, line D(2). Subtract \$60,000 from that number and enter the result in line B.

If the result in line B is **positive**, compute a fee of \$3 for each \$1,000 (or any part thereof) of the number in line B and enter the result in line C. To make this computation, divide the result in line B by 1,000, then round upward to the next whole number, then multiply by \$3. *Example: if line B is \$10,500, then line C would be \$33 (\$10,500 divided by 1,000 is 10.5, rounded up to the next whole number of 11, multiplied by \$3).* If the result in line B is **negative**, enter zero in line C.

If the corporation answered “yes” to item 10 regarding transacting business without a certificate of authority from the Department, complete the Supplement on page 8 and enter the resulting number in line E.

Add lines C, D, and E to determine the total filing fee for this document. Enter that number in line F.

Item 16. This document must be executed by an officer of the corporation, subject to two limited exceptions: (1) if directors have not been selected, it may be signed by an incorporator identified in the initial articles of incorporation; and (2) if the corporation is in the hands of a receiver, trustee or other court-appointed fiduciary, it may be signed by the fiduciary. Corporate directors are not authorized to sign this document in their capacities as directors. (A corporate director who also serves as an officer may sign the document, but that person must sign in their capacity as an officer of the corporation.)

Optional delayed effective date/time. This document may declare a delayed effective date and time. The effective date/time may not be before, or more than 90 days after, the document is received by the Department of Financial Institutions for filing. If no effective date/time is specified, the document will take effect at the close of business on the date it is received for filing by the Department.

SUPPLEMENT

During what year did the corporation start to transact business in Wisconsin without holding a certificate of authority? _____

1. The corporation must pay the standard annual report fee for each year following the year it first did business in this state without holding a certificate of authority. Since 2002, standard annual report fees have been \$65 per year.

Calculate the total standard annual report fees owed for the years in which the corporation transacted business in Wisconsin without qualification, and enter the result below:

\$ _____

2. Enter the corporation's estimated capital representation in Wisconsin for the coming year (item 15(A) on page 3) or \$60,000, whichever is greater:

\$ _____

3. Enter the corporation's highest capital representation at any point during the period in which it transacted business without a certificate of authority (see page 3 for calculations):

\$ _____

4. If the corporation's estimated capital representation in Wisconsin for the coming year (item 2 above) is less than the corporation's capital representation in Wisconsin at any point during the period in which it transacted business without a certificate of authority (item 3 above), subtract line 2 from line 3, enter the difference below:

\$ _____

5. From the number that appears in line 4, compute a fee of \$3 per \$1,000 (or any part thereof) and enter the result below:

\$ _____

6. TOTAL UNPAID FEES (add lines 1 and 5) \$ _____

7. TOTAL PENALTIES (multiply line 6 by 50 percent and enter the result or \$5,000, whichever is less) \$ _____

SUPPLEMENTAL FEES OWED (add lines 6 and 7) \$ _____